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- and -

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
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Debtors. : (Jointly Administered)  
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EXHIBIT D-13  
GENERAL CORPORATE ADVICE  
382.6 HOURS

**Delphi Corporation (DIP)**  
**General Corporate Advice**

**Bill Date: 11/30/06**  
**Bill Number: 1132369**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/02/06	1.60	PREPARE FOR OCTOBER 3RD BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY INCLUDING REVIEW AND FINALIZE PRESENTATION MATERIALS (1.3); REVIEW EMAIL FROM J. ENGLAR RE: BOARD INQUIRIES AND FOLLOW-UP ON SAME (0.3).
BUTLER, JR. J	10/03/06	1.60	PREPARE FOR (0.2) AND ATTEND (1.4) BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY.
BUTLER, JR. J	10/06/06	0.40	TELECONFERENCE WITH D. FARR RE: BOARD MATTERS (0.3); TELECONFERENCE WITH S. MILLER RE: SAME (0.1).
BUTLER, JR. J	10/09/06	0.20	EMAIL FROM/TO S. CORCORAN RE: FORM 10-Q DISCLOSURE MATTERS (0.2).
BUTLER, JR. J	10/18/06	0.60	BEGIN TO OUTLINE DRAFT WEEKLY READER TO BOARD OF DIRECTORS (0.6).
BUTLER, JR. J	10/20/06	1.30	TELECONFERENCE WITH D. SHERBIN RE: BOARD CALL (0.1); CONTINUE TO OUTLINE DRAFT WEEKLY READER TO BOARD OF DIRECTORS (1.2).
BUTLER, JR. J	10/22/06	1.50	CONTINUE TO DRAFT, REVIEW AND REVISE WEEKLY READER TO BOARD OF DIRECTORS (1.5).
BUTLER, JR. J	10/23/06	4.10	REVISE DRAFT OF WEEKLY READER TO BOARD OF DIRECTORS AT COMPANY WITH D. SHERBIN (2.9); ATTEND MEETINGS AT COMPANY WITH S. MILLER, R. O'NEAL, B. DELLINGER, D. SHERBIN, J. SHEEHAN ET AL RE: CORPORATE GOVERNANCE MATTERS AND PRELIMINARY PREPARATION FOR NOVEMBER 13-14 BOARD OF DIRECTORS MEETING (1.2).
BUTLER, JR. J	10/24/06	2.70	TELECONFERENCES WITH D. SHERBIN (0.2, 0.1) RE: AND REVIEW AND FINALIZE WEEKLY READER TO BOARD OF DIRECTORS PER S. MILLER COMMENTS (1.3); REVIEW ROTHSCHILD MATERIALS (0.3); CONTINUE TO WORK ON AND EVALUATE CORPORATE GOVERNANCE MATTERS AND PRELIMINARY PREPARATION FOR NOVEMBER 13-14 BOARD OF DIRECTORS MEETING (0.8).
		14.00	
COCHRAN EL	10/03/06	1.80	PARTICIPATE IN BOARD MEETING (1.8).
COCHRAN EL	10/11/06	0.40	REVIEW 10-Q ISSUES (0.4).
COCHRAN EL	10/12/06	0.50	REVIEW 10-Q ISSUES (0.5).

COCHRAN EL	10/13/06	0.90	10-Q REVIEW (0.9).
		<b>3.60</b>	
GIBSON ML	10/09/06	0.10	CORRESPONDENCE RE: 10-Q REVIEW (0.1).
GIBSON ML	10/11/06	2.70	REVIEW MATERIALS RE: RIGHTS PLAN AND RELATED DISCUSSIONS WITH INTERNAL WORKING GROUP (0.8); REVIEW AND COMMENT ON 10-Q DRAFT (1.9).
GIBSON ML	10/12/06	2.40	REVIEW AND COMMENT ON REVISED 10-Q DRAFT AND INTERNAL COMMENTS THEREON AND MULTIPLE CALLS/CORRESPONDENCE RE: SAME (1.5); REVIEW AND COMMENT ON MULTIPLE DRAFTS OF CHART SUMMARIZING RIGHTS OFFERING RESEARCH AND MULTIPLE CALLS RE: SAME (0.9).
GIBSON ML	10/17/06	0.10	FOLLOW UP ON 10-Q ISSUES (0.1).
GIBSON ML	10/20/06	0.90	REVIEW AND COMMENT ON LATEST 10-Q DRAFT AND RELATED CORRESPONDENCE (0.9).
GIBSON ML	10/22/06	0.40	REVIEW AND COMMENT ON MARK-UP OF 10-Q (0.4).
GIBSON ML	10/23/06	0.60	REVIEW AND COMMENT ON 10-Q CALLS/CORRESPONDENCE RE: SAME (0.6).
		<b>7.20</b>	
LYONS JK	10/11/06	2.30	REVIEW AND COMMENTS TO 10Q (2.3).
LYONS JK	10/12/06	1.10	CONTINUE REVIEW OF 10Q AND COMMENTS TO INSERT (1.1).
		<b>3.40</b>	
MARAFIOTI KA	10/05/06	0.30	COMMUNICATION FROM A. SHIFF AND ANALYZE TOPRS ISSUES (0.3).
MARAFIOTI KA	10/12/06	1.50	REVIEW AND REVISE 10Q (1.5).
MARAFIOTI KA	10/22/06	1.50	ANALYZE TOPRS EXCHANGE ISSUES (1.5).
MARAFIOTI KA	10/23/06	2.10	REVIEW NEW TOPRS NOTES (1.0); ANALYZE TOPRS ISSUES (0.3); TELECONFERENCE WITH A. MITCHELL RE: SAME (0.2); CORRESPONDENCE RE: SAME (0.2); COMMUNICATIONS WITH J. VITALE RE: SAME (0.1); REVIEW PORTIONS OF 10Q (0.3).
MARAFIOTI KA	10/24/06	0.20	CORRESPONDENCE FROM LAW DEBENTURE (0.1) AND TO COMPANY (0.1) RE: TOPRS.
MARAFIOTI KA	10/26/06	0.60	CORRESPONDENCE EXCHANGE WITH COMPANY, BROWN RUDNICK RE: CERTIFICATES OF CANCELLATION AND DTC LETTERS (0.2); REVIEW CERTIFICATES OF CANCELLATION (0.1) AND CORRESPONDENCE TO A. MITCHELL RE: SAME (0.1); ADDITIONAL CORRESPONDENCE WITH BROWN RUDNICK AND J. VITALE RE: TOPRS NOTES EXCHANGE (0.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MARAFIOTTI KA	10/27/06	1.00	TELECONFERENCE WITH A. MITCHEL RE: NOTES, CERTIFICATES OF CANCELLATION, AND DTC LETTERS (0.1); CORRESPONDENCE EXCHANGE WITH COMPANY AND BROWN RUDNICK RE: SAME (0.9).
MARAFIOTTI KA	10/31/06	0.20	TELECONFERENCE WITH D. LASKIN AT CAP RE: RE TOPES QUESTION (0.2).
		<b>7.40</b>	
<b>Total Partner</b>		<b>35.60</b>	
MATZ TJ	10/09/06	0.70	REVIEW AND COMMENT ON Q-3 AND 10-Q (0.7).
MATZ TJ	10/11/06	0.50	CONTINUING REVIEW OF 2006 Q-3 & 10-Q (0.5).
MATZ TJ	10/12/06	3.20	REVIEW AND COMMENT ON Q-3 &10-Q (3.2).
		<b>4.40</b>	
<b>Total Counsel</b>		<b>4.40</b>	
<del>FERN BM</del>	<del>10/12/06</del>	<del>0.70</del>	<del>REVIEW AND COMMENT ON 10-Q LANGUAGE RE: ATTRITION PROGRAM (0.4); REVIEW LANGUAGE FOR 10-Q RE: IT OUTSOURCING (0.3).</del>
<del>FERN BM</del>	<del>10/20/06</del>	<del>0.50</del>	<del>REVIEW DRAFT OF 10-Q RE: ATTRITION PROGRAM (0.5).</del>
		<b>1.20</b>	
HARDIN AS	10/04/06	5.50	REVIEW TRUST PREFERRED DOCUMENTATION AND PROPOSED REPLACEMENT NOTES AND MEMO RE: SAME (5.5).
HARDIN AS	10/15/06	0.20	REVIEW NEW COLLECTION OF INDENTURES AND RELATED DOCUMENTS FROM K. GRANT (0.2).
HARDIN AS	10/24/06	0.50	REVIEW REVISED REPLACEMENT NOTES AND RELATED DOCUMENTS (0.5).
HARDIN AS	10/25/06	0.60	REVIEW REVISED DRAFTS OF REPLACEMENT NOTES FOR TRUST PREFERRED SECURITIES (0.6).
HARDIN AS	10/27/06	2.60	TELECONFERENCES WITH A. MITCHELL RE: TOPRS REPLACEMENT NOTES (0.3); TELECONFERENCE WITH J. VITALE RE: SAME (0.2); EMAIL EXCHANGES WITH J. VITALE RE: SAME (0.4); EMAIL EXCHANGES WITH A. MITCHELL RE: SAME (1.1); REVIEW REPLACEMENT NOTES AND RELATED DOCUMENTS (0.6).
HARDIN AS	10/30/06	1.00	EMAIL EXCHANGE WITH J. VITALE RE: TRUST PREFERRED SECURITIES; (0.2); EMAIL EXCHANGES AND TELEPHONE CALLS WITH A. MITCHELL RE: SAME (0.5); REVIEW NEW ANNEX TO DTC LETTER (0.3).

**10.40**

## SKADDEN, ARPS, SLATE, MEAGHER &amp; FLOM LLP AND AFFILIATES

MEISLER RE	10/03/06	1.70	REVIEW AND COMMENT ON PRESENTATION TO BOARD (1.7).
MEISLER RE	10/11/06	0.30	REVIEW LANGUAGE IN UPCOMING 10Q (0.3).
MEISLER RE	10/12/06	3.90	REVIEW 10Q (3.9).
MEISLER RE	10/13/06	0.30	REVIEW 10Q (0.3).
MEISLER RE	10/16/06	0.30	REVIEW AND COMMENT ON 10Q (0.3).
MEISLER RE	10/18/06	0.40	REVIEW Q3 10Q (0.4).
MEISLER RE	10/20/06	2.80	REVIEW AND REVISE THIRD QUARTER 10Q (2.8).
MEISLER RE	10/23/06	0.90	CONTINUE TO REVIEW OF 10Q (0.9).
		<b>10.60</b>	
OLASKY P	10/10/06	2.60	REVIEW SECTION 362/CLAIMS DISCLOSURE IN PUBLIC FILINGS (0.8); BEGAN RULES CHECK OF 3Q 10-Q (1.8).
OLASKY P	10/11/06	3.10	CONTINUE REVIEW OF 3Q 10-Q; COORDINATE RECEIPT OF COMMENTS FROM SASMF SPECIALISTS (3.1).
OLASKY P	10/12/06	6.60	CONTINUE REVIEW OF 3Q 10-Q AND PREPARATION OF MARK-UP TO SEND TO COMPANY (6.6).
OLASKY P	10/21/06	5.10	REVIEW REVISED DRAFT 10-Q AND COORDINATED RECEIPT OF COMMENTS FROM SPECIALISTS (5.1).
OLASKY P	10/23/06	1.10	COMPLETE MARK-UP OF DRAFT 3Q 10-Q AND SENT TO DELPHI (1.1).
		<b>18.50</b>	
REESE RG	10/11/06	1.30	DRAFT REVISED LANGUAGE FOR DELPHI 10-Q FILING (0.7); RESEARCH RE: SAME (0.6).
REESE RG	10/12/06	1.10	FOLLOW UP RE: DRAFT LANGUAGE FOR DELPHI 10-Q FILING (1.1).
		<b>2.40</b>	
STUART NL	10/11/06	3.40	REVIEW AND COMMENT ON 3Q06 10Q (3.4).
STUART NL	10/12/06	2.70	REVISE AND COMMENT ON 3Q 10Q (2.7).
		<b>6.10</b>	
WILSON LD	10/11/06	0.80	REVIEW DRAFT Q FOR LABOR DISCLOSURE ISSUES (0.8).
WILSON LD	10/12/06	1.00	REVIEW Q-3 FOR LABOR PROVISIONS AND COMMENTS TO Q-3 (1.0).
WILSON LD	10/20/06	1.20	REVIEW QUARTERLY DRAFT (1.2).
WILSON LD	10/22/06	1.80	REVIEW COLLECTED COMMENTS TO QUARTERLY (0.8); PREPARE AND CIRCULATE COMMENTS TO SAME (1.0).

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WILSON LD	10/23/06	0.70	RESEARCH ATTRITION ISSUE FOR DRAFT 10-Q AND RESPOND TO INQUIRY ON SAME (0.7).
		<b>5.50</b>	
<b>Total Associate</b>		<b>54.70</b>	
WORSCHECK TM	10/02/06	0.80	<del>ASSIST WITH PREPARATION OF BOARD OF DIRECTORS PRESENTATIONS (0.8).</del>
WORSCHECK TM	10/23/06	0.60	<del>ASSIST WITH PREPARATION OF BOARD OF DIRECTORS PRESENTATIONS (0.6).</del>
		<b>1.40</b>	
<b>Total Legal Assistant Support</b>		<b>1.40</b>	
<b>TOTAL TIME</b>		<b><u>96.10</u></b>	

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 11/30/06  
Bill Number: 1132369

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/06/06	Copy Center, D	12.59
In-house Reproduction	10/13/06	Copy Center, D	30.51
In-house Reproduction	10/24/06	Copy Center, D	15.71
In-house Reproduction	10/27/06	Copy Center, D	12.19
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$71.00</b>
Telephone Expense	10/27/06	Telecommunications, D	1.07
Telephone Expense	10/27/06	Telecommunications, D	0.75
Telephone Expense	10/27/06	Telecommunications, D	0.07
Telephone Expense	10/27/06	Telecommunications, D	0.11
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.00</b>
Car Service (manual entries)	10/18/06	Flash Cab Co.	64.00
		<b>TOTAL CAR SERVICE (MANUAL ENTRIES)</b>	<b>\$64.00</b>
Reproduction - color	10/11/06	Copy Center, D	54.00
Reproduction - color	10/11/06	Copy Center, D	54.00
Reproduction - color	10/23/06	Copy Center, D	65.00
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$173.00</b>
Air/Rail Travel (external)	10/02/06	Butler, Jr. J	143.00
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$143.00</b>
Out-of-Town Travel	10/02/06	Butler, Jr. J	52.04
Out-of-Town Travel	10/02/06	Butler, Jr. J	101.44
Out-of-Town Travel	10/02/06	Butler, Jr. J	4.52
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$158.00</b>
Messengers/ Courier	10/19/06	Dist Serv/Mail/Page, D	9.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$9.00</b>

Out-of-Town Meals	10/02/06	Butler, Jr. J	11.00
<b>TOTAL OUT-OF-TOWN MEALS</b>			<b>\$11.00</b>
<b>TOTAL MATTER</b>			<b>\$631.00</b>

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 01/10/07  
Bill Number: 1147918

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	11/04/06	0.70	EMAILS FROM/TO D. SHERBIN AND M. WEBER RE: COMPENSATION COMMITTEE MATTERS (0.2); REVIEW DRAFT PRESENTATION TO COMPENSATION COMMITTEE (0.3); BEGIN TO PREPARE FOR NOVEMBER 13TH COMPENSATION COMMITTEE MEETING IN BIRMINGHAM, MICHIGAN (0.2).
BUTLER, JR. J	11/06/06	0.70	ATTEND MEETING WITH B. DELLINGER AND D. SHERBIN IN NEW YORK CITY RE: HEDGE ACCOUNTING REVIEW AND POTENTIAL DELAY IN 10Q REPORTING (0.3); REVIEW AND COMMENT ON DRAFT FORM 8-K AND AUDIT COMMITTEE MATERIALS (0.4).
BUTLER, JR. J	11/07/06	0.40	CONTINUE TO REVIEW AND COMMENT ON DRAFT FORM 8-K (0.4).
BUTLER, JR. J	11/09/06	1.60	BEGIN TO REVIEW MATERIALS DISTRIBUTED FOR NOVEMBER 13-14 BOARD OF DIRECTORS MEETING (0.6); REVIEW AND REVISE COMPENSATION COMMITTEE MEMO FOR NOVEMBER 13TH MEETING (0.8); EMAILS FROM/TO D. SHERBIN AND M. WEBER RE: SAME (0.2).
BUTLER, JR. J	11/12/06	2.40	CONTINUE TO PREPARE FOR NOVEMBER 13TH COMPENSATION COMMITTEE MEETING IN BIRMINGHAM, MICHIGAN INCLUDING REVIEW OF DIRECTOR NOTES (0.6); CONTINUE TO PREPARE FOR NOVEMBER 13TH - 14TH BOARD OF DIRECTORS MEETING INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.3); RECEIVE AND BEGIN TO REVIEW ROTHSCHILD PRESENTATION MATERIALS (0.5).
BUTLER, JR. J	11/13/06	6.40	PREPARE FOR (0.4) AND ATTEND (2.0) COMPENSATION COMMITTEE MEETING IN BIRMINGHAM, MICHIGAN; PREPARE FOR (0.7) AND ATTEND (1.0) BOARD OF DIRECTORS MEETING (FIRST DAY) IN BIRMINGHAM, MICHIGAN; REVIEW, REVISE AND FINALIZE PRESENTATION MATERIALS FOR BOARD OF DIRECTORS MEETING (2.3).
BUTLER, JR. J	11/14/06	6.80	PREPARE FOR (0.5) AND ATTEND (6.3) BOARD OF DIRECTORS MEETING (SECOND DAY) IN TROY, MICHIGAN.
BUTLER, JR. J	11/16/06	2.10	PREPARE FOR (0.8) AND ATTEND (1.3) BOARD OF DIRECTORS TELECONFERENCE MEETING IN NEW YORK CITY.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

BUTLER, JR. J	11/20/06	0.40	EMAILS FROM/TO D. BARTNER RE: CORPORATE GOVERNANCE MATTERS AND REORGANIZATION MATTERS (0.2); EMAILS FROM C. NAYLOR AND S. ZAMORA RE: DECEMBER 15TH COMPENSATION COMMITTEE MEETING RE: SAME (0.2).
BUTLER, JR. J	11/30/06	0.30	REVIEW DRAFT MATERIALS FOR DECEMBER 15TH BOARD OF DIRECTORS MEETING (0.3).
		<b>21.80</b>	
COCHRAN EL	11/01/06	0.90	REVIEW 10Q QUESTION ON CLAIMS ISSUE (0.9).
COCHRAN EL	11/03/06	1.00	PARTICIPATE IN SENIOR STRATEGY CALL (1.0).
COCHRAN EL	11/10/06	1.70	REVIEW PRESENTATION FOR BOARD MEETING (1.7).
COCHRAN EL	11/13/06	1.30	REVIEW MATERIAL FOR BOARD MEETING (1.3).
COCHRAN EL	11/14/06	4.20	PARTICIPATE IN BOARD MEETING (4.2).
COCHRAN EL	11/15/06	3.10	TELECONFERENCE WITH CLIENT ON GOVERNANCE MATTERS (J. SHEEHAN, D. SHERBIN) (1.2); REVIEW GOVERNANCE ISSUES (1.9).
COCHRAN EL	11/16/06	3.30	PREPARE FOR BOARD MEETING (2.1); PARTICIPATE IN BOARD MEETING (1.2).
COCHRAN EL	11/17/06	1.30	PREPARE CORPORATE RESOLUTIONS RE: AHC PROPOSALS (1.3).
		<b>16.80</b>	
GIBSON ML	11/06/06	0.10	MULTIPLE CORRESPONDENCE RE: MATTERS RELATING TO DIP AMENDMENT AND RESEARCH QUESTION (0.1).
GIBSON ML	11/16/06	4.10	REVIEW MULTIPLE RESEARCH AND COMMENT ON MULTIPLE CHARTS RE: SAME; PREPARE RELATED BOD PRESENTATION, MULTIPLE CALLS/CORRESPONDENCE RE: SAME WITH WORKING GROUP (4.1).
GIBSON ML	11/17/06	0.20	TELECONFERENCES/CORRESPONDENCE RE: BOD/RESEARCH UPDATE (0.2).
		<b>4.40</b>	
MARAFIOTI KA	11/03/06	0.30	TELECONFERENCE WITH C. PROTO AT NASDAQ (0.1); CORRESPONDENCE TO CLIENT RE: TOPRS (0.1); CORRESPONDENCE FROM COUNSEL TO LAW DEBENTURE RE: TOPRS LIQUIDATION (0.1).
MARAFIOTI KA	11/07/06	0.90	REVIEW BOARD PRESENTATION MATERIALS (0.9).
MARAFIOTI KA	11/10/06	0.10	CORRESPONDENCE RE: TOPRS (0.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MARAFIOTTI KA	11/14/06	0.20	CORRESPONDENCE FROM BROWN RUDNICK RE: TOPRS ISSUES (0.2).
		1.50	
<b>Total Partner</b>		<b>44.50</b>	
DIAZ LB*	11/06/06	3.80	DRAFT PRESENTATION FOR BOD MEETING (3.8).
		3.80	
<b>Total Associate/Law Clerk</b>		<b>3.80</b>	
ROSEN R	11/10/06	1.80	<del>ASSIST TEAM ATTORNEYS WITH PREPARATION AND SUBMITTAL OF MATERIALS TO DELPHI BOARD MEMBERS (1.8).</del>
		1.80	
<b>Total Legal Assistant</b>		<b>1.80</b>	
<b>TOTAL TIME</b>		<b><u>50.10</u></b>	

\* Law clerks are law school graduates who are not presently admitted to practice.

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 01/10/07  
Bill Number: 1147918

Disbursement	Date	Vendor/Employee/Dept.	Amount
CLR/Delaware Database	11/17/06	Office Admin, D	100.00
		<b>TOTAL CLR/DELAWARE DATABASE</b>	<b>\$100.00</b>
In-house Reproduction	11/03/06	Copy Center, D	39.24
In-house Reproduction	11/24/06	Copy Center, D	6.76
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$46.00</b>
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.81
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.09
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.76
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.01
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	4.84
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	5.83
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.43
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.23
		<b>TOTAL TELEPHONE EXPENSE-ECRS ONLY</b>	<b>\$13.00</b>
Air/Rail Travel (external)	11/12/06	Butler, Jr. J	171.00
		<b>TOTAL AIR/RAIL TRAVEL (EXTERNAL)</b>	<b>\$171.00</b>
Out-of-Town Travel	11/12/06	Butler, Jr. J	96.37
Out-of-Town Travel	11/12/06	Butler, Jr. J	209.58
Out-of-Town Travel	11/12/06	Butler, Jr. J	9.51
Out-of-Town Travel	11/12/06	Butler, Jr. J	22.54
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$338.00</b>
Messengers/ Courier	11/17/06	Dist Serv/Mail/Page, D	21.00

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$21.00</b>
Out-of-Town Meals	11/12/06	Butler, Jr. J	15.00
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$15.00</b>
Outside Re- search/Internet Services	11/16/06	Skardel, Inc.	92.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$92.00</b>
CLR/Disclosure	10/31/06	Global Securities	177.71
CLR/Disclosure	10/31/06	Global Securities	470.31
CLR/Disclosure	10/31/06	Global Securities	164.72
CLR/Disclosure	11/30/06	Global Securities	139.78
CLR/Disclosure	11/30/06	Global Securities	216.73
CLR/Disclosure	11/30/06	Global Securities	912.41
CLR/Disclosure	11/30/06	Global Securities	353.27
CLR/Disclosure	11/30/06	Global Securities	548.31
CLR/Disclosure	11/30/06	Global Securities	192.89
CLR/Disclosure	11/30/06	Global Securities	127.87
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$3,304.00</b>
		<b>TOTAL MATTER</b>	<b>\$4,100.00</b>

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 01/31/07  
Bill Number: 1147919

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	12/18/06	0.70	REVIEW OF 8-K (0.7).
BERLIN K	12/19/06	1.40	REVIEW OF FORM 13D/A (1.4).
		2.10	
BUTLER, JR. J	12/06/06	0.60	BEGIN TO PREPARE FOR DECEMBER 7TH BOARD OF DIRECTORS TELECONFERENCE MEETING IN NEW YORK CITY WITH J. SHEEHAN AND S. CORCORAN INCLUDING REVIEW OF CORPORATE RESOLUTION ISSUES (I.E. RIGHTS PLAN AMENDMENT AND DELAWARE LAW 203, DELPHI CHARTER MATTERS) (0.6).
BUTLER, JR. J	12/07/06	2.60	PREPARE FOR (0.9) AND PARTICIPATE IN (1.2) BOARD OF DIRECTORS TELECONFERENCE MEETING IN NEW YORK CITY; TELECONFERENCE WITH J. OPIE REGARDING BOARD MATTERS AND D. DAIGLE TELECONFERENCE (0.3); FOLLOW-UP ON COMMUNICATIONS MATTERS WITH J. SHEEHAN INCLUDING DECEMBER 11TH MEETING AT COMPANY IN TROY (0.2).
BUTLER, JR. J	12/10/06	1.90	PREPARE FOR DECEMBER 11TH BOARD OF DIRECTORS MEETING INCLUDING REVIEW OF PRESENTATION MATERIALS (0.8); EMAILS FROM/TO J. ENGLAR AND J. WALKE REGARDING SAME (0.2); TELECONFERENCE WITH D. SHERBIN REGARDING SAME (0.2); PREPARE FOR DECEMBER 11TH COMMUNICATIONS MEETING AT COMPANY IN TROY INCLUDING DRAFTING NOTES REGARDING DECEMBER 12TH POTENTIAL PRESS RELEASE (0.7).
BUTLER, JR. J	12/11/06	2.80	PREPARE FOR (0.4) AND PARTICIPATE IN (1.3) BOARD OF DIRECTORS MEETING; PREPARE FOR (0.3) AND PARTICIPATE IN (0.4) COMMUNICATIONS MEETING AT COMPANY IN TROY; BEGIN TO REVIEW AND REVISE DRAFT PRESS RELEASE (0.4).
BUTLER, JR. J	12/12/06	2.80	CONTINUE TO REVIEW AND REVISE DRAFT PRESS RELEASE (2.4); REVIEW COMPENSATION COMMITTEE MATERIALS (0.4).
BUTLER, JR. J	12/14/06	3.40	PREPARE FOR DECEMBER 15TH COMPENSATION COMMITTEE AND BOARD OF DIRECTORS MEETINGS (0.4); REVIEW AND REVISE PRESS RELEASE AND COMMUNICATIONS PACKAGE (2.7); REVIEW DRAFT 8-K (0.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

BUTLER, JR. J	12/15/06	2.50	PREPARE FOR (0.2) AND PARTICIPATE IN (0.3) COMPENSATION COMMITTEE; PREPARE FOR (0.2) AND PARTICIPATE IN (0.5) BOARD OF DIRECTORS MEETING; CONTINUE TO REVIEW AND REVISE PRESS RELEASE AND COMMUNICATIONS PACKAGE (1.3).
BUTLER, JR. J	12/16/06	0.70	CONTINUE TO REVIEW AND REVISE PRESS RELEASE AND COMMUNICATIONS PACKAGE (0.4); REVIEW AND COMMENT ON FORM 8-KS INCLUDING EMAILS FROM/TO J. SHEEHAN (0.3).
BUTLER, JR. J	12/17/06	1.70	TELECONFERENCE WITH J. SHEEHAN AND S. CORCORAN REGARDING GM'S REQUEST TO REVISE DELPHI PRESS RELEASE AND COMMUNICATIONS PACKAGE AND NEXT STEPS (0.6); CONTINUE TO REVIEW AND REVISE SAME (0.4); WORK ON COMMUNICATIONS LAUNCH SEQUENCE WITH WORKING GROUP (0.4); CONTINUE TO REVIEW AND COMMENT ON 8-K MATTERS (0.3).
BUTLER, JR. J	12/18/06	1.80	REVIEW AND REVISE PRESS RELEASE AND COMMUNICATIONS PACKAGE (0.3); PREPARE FOR AND ATTEND MEETINGS WITH K. HEALY AND COMMUNICATION STAFF AT DELPHI REGARDING ANNOUNCEMENT LAUNCH AND NEXT STEPS (0.2); PREPARE FOR (0.2) AND PARTICIPATE (1.1) IN MEDIA BACKGROUND TELECONFERENCE CALL.
BUTLER, JR. J	12/20/06	0.80	TELECONFERENCES WITH D. FARR (0.4) AND S. MILLER (0.2) REGARDING BOARD MATTERS; EMAILS TO/FROM K. BUTLER REGARDING SAME (0.2).
BUTLER, JR. J	12/28/06	0.30	BEGIN TO PREPARE FOR JANUARY 3RD BOARD OF DIRECTORS TELECONFERENCE MEETING INCLUDING REVIEW OF PRELIMINARY DRAFT OF PRESENTATION MATERIALS (0.3).
BUTLER, JR. J	12/31/06	0.60	CONTINUE TO PREPARE FOR JANUARY 3RD BOARD OF DIRECTORS TELECONFERENCE MEETING INCLUDING REVIEW OF PRELIMINARY DRAFT OF PRESENTATION MATERIALS (0.6).
		22.50	
GIBSON ML	12/05/06	0.20	DISCUSSIONS WITH INTERNAL TEAM REGARDING BOD RESOLUTIONS AND OUTLINE (0.2).
GIBSON ML	12/06/06	0.20	REVIEW INITIAL DRAFT OF RESOLUTIONS (0.2).
GIBSON ML	12/07/06	2.60	MEETING WITH INTERNAL TEAM REGARDING BOD MATERIALS (1.0); PREPARE RIDER FOR BOD SUMMARY (0.4); REVIEW REVISED DRAFT (1.2).
GIBSON ML	12/11/06	0.40	REVIEW AND COMMENT ON RESOLUTIONS AND DISCUSSIONS REGARDING SAME (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

GIBSON ML	12/15/06	1.10	REVIEW AND REVISE MULTIPLE DRAFTS OF 8-K (0.9); DISCUSSIONS AND CORRESPONDENCE ON ANTITRUST ISSUES (0.2).
GIBSON ML	12/17/06	1.20	REVIEW AND REVISE MULTIPLE DRAFTS OF 8-K AND DISCUSSIONS REGARDING SAME (1.2).
GIBSON ML	12/19/06	0.40	TELECONFERENCES INTERNALLY AND W/WHITE & CASE REGARDING BOD RESOLUTIONS; REVISED AND DISTRIBUTED RESOLUTIONS (0.4).
		<b>6.10</b>	
MARAFIOTI KA	12/15/06	0.80	REVIEW AND REVISE PRESS RELEASE (0.4); REVIEW AND REVISE 8K (0.4).
MARAFIOTI KA	12/18/06	0.50	CORRESPONDENCE EXCHANGE REGARDING PRESS RELEASE (0.2); CORRESPONDENCE WITH LAW DEBENTURE REGARDING MEETING (0.3).
		<b>1.30</b>	
PANAGAKIS GN	12/07/06	3.00	DRAFT BOARD PRESENTATION MATERIALS REGARDING SUMMARY OF TRANSACTION STATUS AND OPEN ISSUES (3.0).
		<b>3.00</b>	
<b>Total Partner</b>		<b>35.00</b>	
GANITSKY DI	12/21/06	3.20	LEGAL RESEARCH REGARDING CERTAIN FILING REQUIREMENTS AND RELATED MATTERS (2.4); REVIEW AND COMMENT ON ACCOUNTANT ENGAGEMENT LETTER (0.8).
GANITSKY DI	12/22/06	0.40	LEGAL RESEARCH REGARDING FEDERAL SECURITIES LAWS REGARDING FORM 8-A (0.4).
		<b>3.60</b>	
OGUNSANYA GO	12/05/06	5.20	DRAFTING OF 12/7 BOARD RESOLUTIONS (5.2).
OGUNSANYA GO	12/06/06	7.40	CONTINUE REVISIONS AND DRAFTING OF 12/7 BOARD RESOLUTIONS (7.4).
		<b>12.60</b>	
OLASKY P	12/08/06	1.10	REVIEW KEY MESSAGE BRIEF AND PREPARED COMMENTS (1.1).
		<b>1.10</b>	
<b>Total Associate</b>		<b>17.30</b>	
<b>TOTAL TIME</b>		<b><u>52.30</u></b>	

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 01/31/07  
Bill Number: 1147919

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/01/06	Copy Center, D	35.63
In-house Reproduction	12/08/06	Copy Center, D	154.62
In-house Reproduction	12/12/06	Copy Center, D	1.90
In-house Reproduction	12/12/06	Copy Center, D	110.69
In-house Reproduction	12/15/06	Copy Center, D	0.50
In-house Reproduction	12/22/06	Copy Center, D	11.91
In-house Reproduction	12/22/06	Copy Center, D	1.60
In-house Reproduction	12/26/06	Copy Center, D	0.10
In-house Reproduction	12/29/06	Copy Center, D	58.05
In-house Reproduction	12/31/06	Office Admin, D	1.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$376.00</b>
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	8.85
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	10.43
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	1.20
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	0.55
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	0.53
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	1.04
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	1.11
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	0.14
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	0.07
Telephone Expense-ECRS only	12/29/06	Telecommunications, D	0.08
		<b>TOTAL TELEPHONE EXPENSE-ECRS ONLY</b>	<b>\$24.00</b>
Vendor Hosted Teleconferencing	12/04/06	Teleconferencing Services, LLC	13.34
Vendor Hosted Teleconferencing	12/12/06	Teleconferencing Services, LLC	22.66

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Telecon- ferencing	12/13/06	Teleconferencing Services, LLC	39.13
Vendor Hosted Telecon- ferencing	12/18/06	Teleconferencing Services, LLC	19.59
Vendor Hosted Telecon- ferencing	12/21/06	Teleconferencing Services, LLC	8.96
Vendor Hosted Telecon- ferencing	12/21/06	Teleconferencing Services, LLC	78.32
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$182.00</b>
Messengers/ Courier	12/29/06	Dist Serv/Mail/Page, D	21.51
Messengers/ Courier	12/29/06	Dist Serv/Mail/Page, D	21.52
Messengers/ Courier	12/30/06	Dist Serv/Mail/Page, D	10.40
Messengers/ Courier	12/31/06	Time Machine	94.57
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$148.00</b>
CLR/Disclosure	12/31/06	Global Securities	29.00
CLR/Disclosure	12/31/06	Global Securities	87.00
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$116.00</b>
Wireless - Mo- bile/Cellular/Pager	12/15/06	Meisler RE	6.57
Wireless - Mo- bile/Cellular/Pager	12/15/06	Meisler RE	4.43
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$11.00</b>
		<b>TOTAL MATTER</b>	<b>\$857.00</b>

Delphi Corporation (DIP)  
General Corporate Advice

Bill Date: 02/28/07  
Bill Number: 1148705

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/01/07	0.50	CONTINUE TO PREPARE FOR JANUARY 3RD BOARD OF DIRECTORS MEETING AT COMPANY IN TROY (0.3); EMAILS FROM/TO K. HEALY AND D. RESNICK REGARDING COMMUNICATIONS MATTERS (0.2).
BUTLER, JR. J	01/02/07	1.70	CONTINUE TO PREPARE FOR JANUARY 3RD BOARD OF DIRECTORS MEETING AT COMPANY IN TROY INCLUDING REVIEW OF PRESENTATION MATERIALS AND PREPARATION MEETING IN TROY WITH S. MILLER, R. O'NEAL AND SENIOR MANAGEMENT TEAM (1.7).
BUTLER, JR. J	01/03/07	2.90	PREPARE FOR (0.5) AND ATTEND (2.1) BOARD OF DIRECTORS MEETING AT COMPANY IN TROY; EMAILS FROM R. O'NEAL AND M. LOEB REGARDING JANUARY 10TH BOARD MEETING PREPARATION (0.3).
BUTLER, JR. J	01/04/07	0.60	CONTINUE TO PREPARE FOR JANUARY 10TH BOARD OF DIRECTORS MEETING AT COMPANY IN TROY INCLUDING EMAILS FROM D. SHERBIN AND M. LOEB (0.4); REVIEW AND FOLLOW-UP ON LOPEZ LETTER REGARDING ALLEGED SECTION 16 VIOLATIONS BY PLAN INVESTOR INCLUDING EMAILS FROM D. SHERBIN AND M. LOEB (0.2).
BUTLER, JR. J	01/06/07	0.40	CONTINUE TO PREPARE FOR JANUARY 10TH BOARD OF DIRECTORS MEETING AT COMPANY IN TROY INCLUDING PRELIMINARY REVIEW OF BOARD MATERIALS (0.4).
BUTLER, JR. J	01/07/07	0.60	CONTINUE TO PREPARE FOR JANUARY 10TH BOARD OF DIRECTORS MEETING AT COMPANY IN TROY (0.6).
BUTLER, JR. J	01/08/07	1.90	CONTINUE TO PREPARE FOR JANUARY 9TH COMPENSATION COMMITTEE MEETING IN BIRMINGHAM (1.1); CONTINUE TO PREPARE FOR JANUARY 10TH BOARD OF DIRECTORS MEETING AT COMPANY IN TROY (0.8).
BUTLER, JR. J	01/09/07	5.30	PREPARE FOR (0.5) AND ATTEND (1.9) COMPENSATION COMMITTEE MEETING IN BIRMINGHAM; CONTINUE TO PREPARE FOR JANUARY 10TH BOARD OF DIRECTORS MEETING AT COMPANY IN TROY (1.5); PREPARE FOR (WITH S. MILLER, R. O'NEAL, D. RESNICK, D. SHERBIN ET AL (0.7) AND ATTEND (0.7) BOARD OF DIRECTORS WORKING GROUP SESSION IN BIRMINGHAM.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

BUTLER, JR. J	01/10/07	6.40	PREPARE FOR (0.3) AND ATTEND (4.7) BOARD OF DIRECTORS MEETING AT COMPANY IN TROY; REVIEW AND REVISE TALKING POINTS FOR S. MILLER-HIGHLAND DISCUSSION AND REVIEW WITH BOARD OF DIRECTORS AND MANAGEMENT TEAM (1.4).
BUTLER, JR. J	01/13/07	0.30	EMAILS FROM/TO D. SHERBIN AND R. MILCHOVICH RE: COMPENSATION COMMITTEE MATTERS AND TIMETABLE (0.3).
BUTLER, JR. J	01/14/07	0.40	EMAILS FROM/TO D. SHERBIN AND C. NAYLOR, J. ENGLAR AND R. MILCHOVISH RE: COMPENSATION COMMITTEE MATTERS AND TIMETABLE (0.4).
BUTLER, JR. J	01/22/07	0.40	PREPARE FOR (0.1) AND PARTICIPATE IN (0.3) MEETING AT COMPANY WITH J. SHEEHAN ET. AL. REGARDING UNION CLAIMS MATTERS.
BUTLER, JR. J	01/24/07	0.40	CONSIDER AND FOLLOW-UP ON DISCLOSURE MATTER WITH J. SHEEHAN AND M. LOEB (0.4).
BUTLER, JR. J	01/25/07	0.20	CONTINUE TO CONSIDER AND FOLLOW-UP ON DISCLOSURE MATTER (0.2).
		<b>22.00</b>	
COCHRAN EL	01/03/07	2.40	PARTICIPATE IN BOARD OF DIRECTORS MEETING (2.4).
COCHRAN EL	01/07/07	2.10	REVIEW MATERIALS FOR 1/3/07 BOARD MEETING (2.1).
COCHRAN EL	01/10/07	4.20	PARTICIPATE IN BOARD MEETING (4.2).
COCHRAN EL	01/19/07	2.50	REVIEW SEC FILINGS ON 8-K AND 8-A (2.5).
COCHRAN EL	01/23/07	2.40	REVIEW 10-K (2.4).
COCHRAN EL	01/25/07	3.20	REVIEW ISSUES RELATING TO 8-K FILING AND REVOLVING CREDIT DRAW (2.1); REVIEW ISSUES RELATING TO 8-K/A REGARDING RIGHTS PLAN AMENDMENT (1.1).
COCHRAN EL	01/26/07	1.30	REVIEW 8-K ISSUES REGARDING DRAW DOWN ON REVOLVER (1.3).
COCHRAN EL	01/29/07	0.70	REVIEW 8-A ISSUE (0.7).
COCHRAN EL	01/30/07	0.60	REVIEW CHANGE OF CONTROL DEFINITION (0.6).
		<b>19.40</b>	
FRISHMAN LD	01/23/07	1.70	REVIEW AND PREPARE COMMENTS ON FINANCING SECTIONS OF DRAFT 10-K (1.4); CORRESPONDENCE WITH D. GANITSKI REGARDING THE SAME (0.3).
FRISHMAN LD	01/25/07	0.70	INTERNAL SKADDEN E-MAIL CORRESPONDENCE REGARDING 8-K FOR BORROWINGS (0.3); DISCUSS TOPIC WITH M. BAKER (0.4).
		<b>2.40</b>	

## SKADDEN, ARPS, SLATE, MEAGHER &amp; FLOM LLP AND AFFILIATES

GIBSON ML	01/07/07	0.70	TELECONFERENCE WITH INTERNAL TEAM REGARDING BOD DELIVERABLES AND EBCA/PFSA AMENDMENTS (0.5); MULTIPLE CORRESPONDENCE (0.2).
GIBSON ML	01/16/07	0.20	MULTIPLE CORRESPONDENCE REGARDING 8-K ISSUES (0.2).
GIBSON ML	01/19/07	0.70	REVIEW AND COMMENT ON 8-A AND MULTIPLE DRAFTS OF 8-K (0.7).
GIBSON ML	01/23/07	2.20	REVIEW AND COMMENT ON 10-K AND DISCUSSIONS REGARDING SAME (2.1); DISCUSSIONS REGARDING 8-A ISSUES (0.1).
GIBSON ML	01/24/07	0.80	TELECONFERENCES REGARDING 8-A ISSUES (0.3); REVIEW AND COMMENT ON ACTION ITEM LIST (0.4); CORRESPONDENCE REGARDING DILIGENCE QUESTIONS (0.1).
GIBSON ML	01/25/07	0.10	TELECONFERENCES REGARDING 8-A ISSUE (0.1).
GIBSON ML	01/26/07	0.10	REVIEW 8-K LANGUAGE AND DISCUSS SAME (0.1).
		<b>4.80</b>	
HOGAN III AL	01/29/07	2.20	ANALYZE EXCHANGE ACT REPORTING REQUIREMENTS QUESTION (2.2).
		<b>2.20</b>	
MARAFIOTTI KA	01/07/07	0.40	WORK ON BOARD PRESENTATION REGARDING HIGHLAND (0.4).
MARAFIOTTI KA	01/17/07	0.60	REVIEW AND REVISED 8K REGARDING FRAMEWORK AGREEMENTS AND ORDER (0.6).
MARAFIOTTI KA	01/18/07	1.10	CONSIDER QUESTION FROM CLIENT REGARDING 10K (0.1); REVIEW PROPOSED CHANGES TO 8K (1.0).
MARAFIOTTI KA	01/19/07	1.30	REVIEW 8K (0.1); REVIEW AND REVISE 10K (1.2).
MARAFIOTTI KA	01/22/07	4.40	REVIEW AND REVISE 10K (4.4).
MARAFIOTTI KA	01/23/07	5.90	CONTINUE TO REVIEW AND REVISE 10K (5.5); REVIEW CORRESPONDENCE REGARDING TOPRS (0.4).
MARAFIOTTI KA	01/24/07	0.50	CONTINUE TO WORK ON 10K (0.4); CORRESPONDENCE EXCHANGE WITH CLIENT REGARDING TOPRS LIQUIDATION STATUS (0.1).
MARAFIOTTI KA	01/25/07	0.20	CORRESPONDENCE REGARDING 10K SECTION ON DIP (0.2).
		<b>14.40</b>	
<b>Total Partner</b>		<b>65.20</b>	

## SKADDEN, ARPS, SLATE, MEAGHER &amp; FLOM LLP AND AFFILIATES

MATZ TJ	01/17/07	0.40	REVIEW 8-K FILING, ATTACHMENTS THERETO (0.4).
MATZ TJ	01/18/07	0.20	REVIEW AND COMMENT ON DRAFT 8-K (0.2).
MATZ TJ	01/19/07	2.00	REVIEW 8-K LANGUAGE (0.2); REVIEW 10-K (1.8).
MATZ TJ	01/23/07	2.50	REVIEW AND COMMENT ON DRAFT 10-K (2.0); FURTHER REVIEW OF 10-K MATTERS (0.5).
		5.10	
<b>Total Counsel</b>		<b>5.10</b>	
FURMAN EG	01/22/07	0.50	REVIEW 10-K (0.5).
FURMAN EG	01/23/07	0.50	REVIEW DRAFT 10-K (0.5).
		1.00	
GANITSKY DI	01/04/07	1.30	REVIEW MATTERS REGARDING MERRILL LYNCH 13D AND TELECONFERENCE WITH L. KING FROM SKADDEN REGARDING SAME (1.3).
GANITSKY DI	01/07/07	5.50	WORKING GROUP CALL (0.3); WORK ON PREPARATION OF MATERIAL FOR BOARD MEETING INCLUDING SUMMARY OF FILINGS BY HIGHLAND, CORPORATE PROFILE REVIEW OF HIGHLAND AND SUMMARY OF CONFIDENTIALITY AGREEMENT (5.2).
GANITSKY DI	01/11/07	0.70	RESEARCH REGARDING FEDERAL SECURITIES LAWS (0.7).
GANITSKY DI	01/12/07	0.60	WORK ON MATTER REGARDING 8-K (0.6).
GANITSKY DI	01/15/07	3.30	WORK ON REVISING 8-K FILING (3.3).
GANITSKY DI	01/17/07	1.60	WORK ON SEC FILINGS AND REVISIONS OF SAME BASED ON INTERNAL SKADDEN COMMENTS (1.6).
GANITSKY DI	01/18/07	3.80	BEGIN REVIEW OF 10-K (3.3); MATTERS REGARDING 8-K (0.5).
GANITSKY DI	01/19/07	2.20	MATTERS REGARDING 8-K INCLUDING EDITS BASED ON CLIENT COMMENTS AND TELECONFERENCES WITH CLIENT (1.4); CONTINUE TO REVIEW OF 10-K (0.8).
GANITSKY DI	01/20/07	1.70	CONTINUE LEGAL RESEARCH REGARDING FILINGS BY DELISTED COMPANIES (1.7).
GANITSKY DI	01/21/07	1.70	CONTINUE TO REVIEW OF 10-K (1.7).
GANITSKY DI	01/22/07	3.30	REVIEW AND COMMENT ON 10-K (3.3).
GANITSKY DI	01/23/07	4.30	REVIEW AND COMMENT ON 10-K (4.3).
GANITSKY DI	01/24/07	5.30	RESEARCH REGARDING BOTH FILING OBLIGATIONS UNDER FORM 8-K AND 8-A, WORK INCLUDED TELECONFERENCES TO SEC (3.6); CONTINUE TO REVIEW AND MARK UP OF 10-K (1.7).

## SKADDEN, ARPS, SLATE, MEAGHER &amp; FLOM LLP AND AFFILIATES

GANITSKY DI	01/25/07	5.30	LEGAL RESEARCH REGARDING FILING OF 8-KS UPON DRAW DOWN ON REVOLVER (5.3).
GANITSKY DI	01/26/07	0.60	REVIEW AND COMMENT REGARDING 8-K DISCLOSURE (0.6).
GANITSKY DI	01/29/07	1.50	REVIEW DRAFT 8-K REGARDING DRAW DOWN AND COMMENTS ON SAME (0.3); LEGAL RESEARCH REGARDING FEDERAL SECURITIES LAW FILING REQUIREMENTS AND PRECEDENTS OF SAME (1.2).
GANITSKY DI	01/30/07	6.10	LEGAL RESEARCH REGARDING FEDERAL SECURITIES LAWS IN PARTICULAR RELATING TO MATTERS RELATED TO FILING OF FORM 8-A. (6.1).
GANITSKY DI	01/31/07	0.70	REVIEW RECENT SEC FILINGS AND ANALYSIS OF SAME INCLUDING RECENT 13DS (0.7).
		<b>49.50</b>	
HALPER A	01/25/07	0.70	REVIEW FORM 8-A AND FORM 15 FILING REQUIREMENTS (0.7).
HALPER A	01/26/07	5.50	RESEARCH CONCERNING PROPER FILING AND EDGAR TAGGING OF FORM 8-A (1.3); COORDINATE WITH CORPORATE LIBRARY TO OBTAIN LISTS OF DELISTED COMPANIES AND USE INFORMATION TO RESEARCH PROCESS BY WHICH CERTAIN DELISTED COMPANIES ENGAGED IN TERMINATION AND DELISTING (4.2).
HALPER A	01/27/07	1.50	REVIEW SEC PRECEDENT TO DETERMINE NECESSARY SEC FILING PROCEDURES FOR FUTURE EXCHANGE ACT FILINGS (1.5).
HALPER A	01/28/07	2.00	REVIEW PRECEDENT FOR SEC FILINGS AND RULES RELATING TO EXCHANGE ACT REGISTRATION AND DEREGISTRATION (2.0).
HALPER A	01/29/07	10.70	MEET WITH WORKING GROUP TO DISCUSS STATUS OF EXCHANGE AND SECURITIES ACT FILINGS (1.3); COORDINATE WITH CORPORATE LIBRARY TO OBTAIN ADDITIONAL SEC PRECEDENT (0.4); REVIEW SEC PRECEDENT AND RULES TO PREPARE FOR FUTURE SEC SECURITIES AND EXCHANGE ACT FILINGS (3.5); COORDINATE TEMPLATE CHARTER AND GOVERNANCE DOCUMENTS (0.9); OBTAIN PRECEDENT TO CREATE GOVERNANCE AND CHARTER DOCUMENTS AND (0.6); REVIEW PRINCIPAL DOCUMENTS TO OBTAIN BASIS FOR CREATING CHARTER AND GOVERNANCE DOCUMENTS (1.3); DRAFT CERTIFICATE OF DESIGNATIONS (2.7).
HALPER A	01/30/07	10.20	RESEARCH ISSUES RELATING TO EXCHANGE AND SECURITIES ACT REGISTRATION, DEREGISTRATION, CURRENT REPORTING AND LISTING (3.4); CREATE CHART DISCUSSING DIFFERENT PERMEATIONS (1.3); DRAFT CERTIFICATE OF DESIGNATIONS (5.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

HALPER A	01/31/07	8.50	REVIEW REVISED MERRIL 13D TO CONFIRM NO CRITICAL CHANGES (0.6); DISCUSS INTERNALLY PROCESS FOR REVIEWING FUTURE FILINGS (0.4); COORDINATE RELEVANT GOVERNANCE AND CHARTER DOCUMENT PRECEDENT (0.4); CREATE CERTIFICATE OF DESIGNATION REVIEWING CURRENT GOVERNANCE DOCUMENTS AND DRAFTING SPECIFIC LANGUAGE (6.5); RESEARCH SIMILAR COMPANIES WITH SIMILAR GOVERNANCE STRUCTURES (0.6).
		<b>39.10</b>	
HARDIN AS	01/22/07	6.50	REVIEW AND COMMENT ON SECURITIES FILINGS (6.5).
HARDIN AS	01/23/07	6.80	REVIEW AND REVISE DRAFT 10-K (6.8).
HARDIN AS	01/24/07	5.90	REVIEW AND REVISE DRAFT 10-K FILING (5.9).
HARDIN AS	01/25/07	1.60	REVIEW DRAFT SECURITIES DISCLOSURE DOCUMENT (1.6).
		<b>20.80</b>	
OLASKY P	01/10/07	2.10	DRAFT 8-K AND 8-A FOR AMENDMENT TO RIGHTS PLAN (2.1).
OLASKY P	01/11/07	3.20	REVISE 8-K FOR ECPA AND RIGHTS AMENDMENT (3.2).
		<b>5.30</b>	
STUART NL	01/21/07	3.50	REVIEW AND COMMENT ON 10-K (3.5).
		<b>3.50</b>	
<b>Total Associate</b>		<b>119.20</b>	
ROSEN R	01/02/07	1.10	RESEARCH INFORMATION REGARDING BOARD MATERIALS TO DIRECTORS FOR 1/3 TELEPHONIC MEETING (0.8); COMPILE AND FORWARD BOARD MATERIALS TO DIRECTORS REGARDING SAME (0.3).
ROSEN R	01/08/07	0.60	INVESTIGATION, RESEARCH, COMPILE AND FORWARD 8-K TO REQUESTING TEAM ATTORNEY (0.6).
		<b>1.70</b>	
<b>Total Legal Assistant</b>		<b>1.70</b>	
<b>TOTAL TIME</b>		<b><u>191.20</u></b>	